



The David J. Joseph Company

RECORDATION NO. 24688 FILED

NOV 12 '03

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SURFACE TRANSPORTATION BOARD

November 10, 2003

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Agreement dated as of October 16, 2003 between the following parties:

Lessee:	Big Eagle Rail, LLC One Carbon Center, Suite 200 Chesapeake, WV 25315
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Agreement dated October 16, 2003 related to one (1) locomotive bearing reporting mark JTPX 2011.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check for the filing fees for this document. Please return the original to my attention.

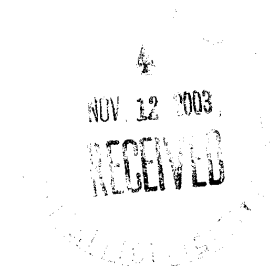
Should you have any questions or need further information, please do not hesitate to contact me at (513) 621-8770 ext. 4239.

Sincerely,

The David J. Joseph Company

*Julie M. Woodard*  
Julie M. Woodard  
Documentation Coordinator

Enclosures



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**MEMORANDUM OF  
AGREEMENT**

SURFACE TRANSPORTATION BOARD


This **MEMORANDUM OF AGREEMENT** ("Memorandum of Agreement") entered into this 16<sup>th</sup> day of October, 2003, is intended to evidence the lease dated as of October 16, 2003 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **BIG EAGLE RAIL, LLC**, a Virginia limited liability company, qualified to do business in West Virginia and a wholly owned subsidiary of Kanawha Eagle Coal, LLC ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) locomotive described in Exhibit A attached hereto (the "Unit"). Lessee is renting from Lessor the Unit at the rental and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Agreement on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**

**BIG EAGLE RAIL, LLC**

By: 

By: 

Name: PAUL G. JANTSCH

Name: F. D. Robertson

Title:  EVP

Title:  Managing Member

Date:  10/29/03

Date:  October 20, 2003

STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of October, 2003, by  
Paul G. Jansch, the EVP of The David J. Joseph Company, a Delaware  
corporation, on behalf of the corporation.

Angela Denise Watts  
Notary Public

My Commission expires:  
\_\_\_\_\_

ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF VIRGINIA        )  
                                  )    SS:  
COUNTY OF BUCHANAN )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of October, 2003, by  
F. D. Robertson, the Managing Member of Big Eagle Rail, LLC, a Virginia limited  
liability company, on behalf of the company.

Karen J. Rowlett  
Notary Public

My Commission expires:

June 30, 2004

**EXHIBIT A**

To the Memorandum of Agreement dated October 16, 2003, between The David J. Joseph Company and Big Eagle Rail, LLC.

**DESCRIPTION OF UNITS**

One (1) locomotive bearing reporting mark JTPX 2011.